### DEBTORS' MONTHLY REPORTING PACKAGE FOR THE MONTH ENDING JANUARY 31, 2001

Randall's Island Family Golf Centers, Inc., et al.,

00-41065 through 00-41196 (SMB) (Jointly Administered)

GOLENBOCK, EISEMAN, ASSOR & BELL (Debtors' Attorneys)

/s/ Philip J. Gund Signed by:

Philip J.Gund, Chief Executive Officer

# Randall's Island Family Golf Centers, Inc., et al., (Operating as Debtors-In-Possession) CONDENSED CONSOLIDATED BALANCE SHEET (Unaudited) (Dollars in thousands)

January	21	2001
January		. 2001

	<u>January 31, 2001</u>
ASSETS	
	Φ 565
Cash & cash equivalents	\$ 565
Restricted cash	15,212
Receivables	2,442
Inventory	2,974
Prepaid expenses and other current assets	1,906 133
Prepaid income taxes Total current assets	
Total current assets	23,232
Property and equipment (net)	321,424
Other assets	4,993
Excess of cost over fair value	19,197
Total assets	\$368,846
LIABILITIES	
Accounts payable and accrued expenses	\$ 12,993
Borrowings under DIP Facility	17,000
Total current liabilities	29,993
Liabilities subject to compromise	315,089
Total liabilities	345,082
Minority interest	22
EQUITY	
Common stock	260
Treasury stock	(47)
Additional paid in capital	291,671
Accumulated deficit	(267,881)
Foreign currency translation adjustment	(247)
Unearned compensation	(14)
Total stockholders' equity	23,742
Total liabilities & equity	\$368,846

Note: Included are the assets and liabilities of the Company's Canadian operations, which were excluded from Randall's Island Family Golf Centers, Inc. et al. Chapter 11 filing.

## Randall's Island Family Golf Centers, Inc., <u>et al.</u>, (Operating as Debtors-in-Possession) CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Dollars in thousands)

	Month Ending January 31, 2001 (Unaudited)
	Φ5 740
Operating revenues Merchandise sales	\$5,749 519
Total revenue	
Total revenue	6,268
Operating expenses	8,611
Cost of merchandise sold	359
Selling, general and administrative expenses	1,547
Total costs and expenses	10,517
Loss from operations	(4,249)
Interest expense	518
Other (income)	(46)
Reorganization expenses	552
Loss before income taxes	(5,273)
Income tax expense	<u> </u>
Net loss	\$(5,273)

Note: Included are the operations of the Company's Canadian operations, which were excluded from Randall's Island Family Golf Centers, Inc. et al. Chapter 11 filing.

## Randall's Island Family Golf Centers, Inc., et al., (Operating as Debtors-In-Possession) CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW (Dollars in thousands)

(Unaudited)

	Month Ending January 31, 2001
Cash flows from operating activities:	
Net loss	\$(5,273)
Adjustments to reconcile net (loss) to net cash	
(Used in) operating activities:	
Depreciation and amortization	1,420
Changes in current assets and current liabilities provided by (used in):	
Receivables	(165)
Inventories	351
Prepaid expenses and other current assets	(295)
Other assets	-
Accounts payable, accrued expenses and other current liabilities	257
Net cash (used in) operating activities	(3,705)
Cash flows from investing activities:	
Acquisitions of property and equipment	(199)
Increase in restricted deposits	-
Net cash (used in) investing activities	(199)
Cash flows from financing activities:	
Borrowing under DIP Financing Agreement	2,000
Net cash provided by financing activities	2,000
NET (DECREASE) IN CASH AND CASH EQUIVALENTS	(1,904)
Cash and cash equivalents – beginning of period	2,469
CASH AND CASH EQUIVALENTS – END OF PERIOD	\$ 565
CASH AND CASH EQUIVALENTS - END OF LEMOD	φ 505

Note: Included are the operations of the Company's Canadian operations, which were excluded from Randall's Island Family Golf Centers, Inc. et al. Chapter 11 filing.

## RANDALL'S ISLAND FAMILY GOLF CENTERS, INC., et al (Operating as Debtors-In-Possession) NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS JANUARY 31, 2001

#### (Note A) - PROCEEDINGS UNDER CHAPTER 11 AND BASIS OF PRESENTATION:

Unaudited Interim Financial Information

The Company filed petitions for relief under Chapter 11 of the United States Bankruptcy Code ("Chapter 11") on May 4, 2000 (the "Filing Date" or "Petition Date"). The Company is presently operating its businesses as debtors-in-possession subject to the jurisdiction of the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). The Canadian subsidiaries of the Company have not filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

The unaudited consolidated financial statements of Randall's Island Family Golf Centers Inc., et al. ("FGC", the "Company" or the "Debtors"), have been prepared in accordance with the American Institute of Certified Public Accountants Statement of Position 90-7: "Financial Reporting by Entities in Reorganization Under the Bankruptcy Code" ("SOP 90-7") and generally accepted accounting principles applicable to a going concern, which principles, except as otherwise disclosed, assume that assets will be realized and liabilities will be discharged in the normal course of business.

Except as set forth herein, the unaudited consolidated balance sheet as of January 31, 2001 and the unaudited consolidated statements of operations and cash flows for the month ended January 31, 2001 ("Interim Financial Information") have generally been prepared on the same basis as the audited financial statements. The results of the Canadian subsidiaries of the Company are included in the unaudited consolidated financial statements. However, during the Chapter 11 case, absent a Bankruptcy Court order, no payments will be made between the Debtors and their Canadian subsidiaries or affiliates.

In the opinion of the Company, the interim financial information includes all adjustments, consisting of normal recurring adjustments, necessary for a fair statement of the results of the interim period.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted from the interim financial information. These statements should be read in conjunction with the Company's financial statements (Form 10-K) for the year ended December 31, 1999. The results for the month ended January 31, 2001 may not be indicative of the operating results for any future period.

On August 1, 2000, the Debtors entered into an Agreement of Sale, as amended, (the "Agreement of Sale") to sell and assign its fee owned interests and the right to control the disposition of its leasehold interests in 35 golf properties to KLAK Golf, L.L.C. (the "Purchaser"). The Agreement of Sale was approved by the Bankruptcy Court at a hearing on August 14, 2000. The closing of this transaction occurred on October 5, 2000. Net proceeds from the sale of \$14.8 million were deposited into an interest-bearing escrow account for the benefit of FGC's secured creditors and other interested parties. The proceeds are also subject to tax claims and other adjustments. Of the 25 leased properties included in the transaction, the Purchaser elected to assume 10 leasehold interests and rejected 15. The Debtors have rejected 14 of the 15 leases rejected by the Purchaser.

The Company experienced significant operating losses in 1999 and in 2000.

As expected, as of January 31, 2001, the Company had fully utilized all available funds under its \$15 million Debtor-in-Possession Financing Agreement (the "DIP Financing Agreement"). The Company requested additional funding from the DIP lenders in order for the Company to continue to operate through its off-season. The DIP lenders agreed to provide additional funding on the condition that the Company agree to sell all of its assets by the end of February. On January 12, 2001 the Company filed a motion with the Bankruptcy Court seeking approval to sell all of its assets at an auction which was held on February 9, 2001 (the "Auction"). The Bankruptcy Court authorized the sale of the Company's assets at the Auction and the bidding procedures related thereto by order entered January 23, 2001. Any assets, which were not sold at Auction, were either rejected or abandoned or will be disposed of at a later date. Consequently, the Company does not expect to continue as a going concern after the transactions close.

#### NOTE B – Liabilities and Chapter 11 Filing

During the three months ended March 31, 2000, FGC failed to comply with certain financial tests contained in certain of its financing agreements. The applicable lenders granted waivers of the covenants through May 5, 2000, however there was no assurance that, after that date, the lenders would extend the waivers of FGC's non-compliance with the financial tests or enter into amendments to the applicable agreements.

On April 15, 2000, FGC failed to make the interest payment due on its 53% Convertible Subordinated Notes. In accordance with the Convertible Subordinated Note Agreement, FGC had thirty days to cure the default before such payment default became an event of default and permitted the requisite holders to accelerate maturity of the Convertible Subordinated Notes. On May 1, 2000, FGC failed to make interest payments pertaining to borrowings under revolving credit facilities, mortgages and other interest bearing debt. On May 2, 2000, the revolving credit facilities lenders issued notices of default to FGC and on May 4, 2000, the Debtors filed for bankruptcy protection under Chapter 11 of the Bankruptcy Code.

In the Chapter 11 cases, substantially all liabilities as of the Filing Date are subject to compromise or other treatment under a plan of reorganization to be confirmed by the Bankruptcy Court after submission to any required vote by the Debtors' creditors and stockholders. Generally, all actions to enforce or otherwise effect repayment of pre-Chapter 11 liabilities as well as all pending litigation against the Debtors are stayed while the Debtors continue their business operations as debtors-in-possession. The Debtors will notify all known claimants, subject to the bar date, of their need to file a proof of claim with the Bankruptcy Court. A bar date is the date by which claims against the Debtors must be filed if the claimants wish to receive any distribution in the Chapter 11 cases. A bar date has not been set yet by the Bankruptcy Court. Differences between amounts shown by the Debtors on their books and records and eventual claims filed by creditors will be investigated and resolved. The ultimate amount of and settlement terms for such liabilities are not presently determinable.

The principal categories of claims classified as "Liabilities Subject to Compromise" are identified below. Deferred financing costs of \$10.0 million for the pre-petition revolving loan facility (the "Credit Facility") and 5 3/4% Convertible Subordinated Note (the "Notes") have been netted against the related outstanding debt amounts. All amounts presented below may be subject to future adjustments depending on Bankruptcy Court actions, further developments with respect to disputed claims, determinations of the secured status of certain claims, the values of

any collateral securing such claims, the amount of proceeds received by the Company from the sale of all of the Company's assets at Auction or other events.

At May 3, 2000, the Company's liabilities subject to compromise were as follows:

	May 3, 2000
	(in thousands)
Demonstrate and the second state of the second	¢127.697
Borrowings under revolving credit facilities	\$127,687
53/4% Convertible Subordinated Notes	115,000
Mortgages and other interest bearing debt	60,404
Accrued Interest	5,469
Accounts payable, accrued expenses and other	
liabilities	16,509
Less: Debt discount and debt acquisition cost	(9,980)
	\$315,089

The accompanying financial statements have been prepared on a going concern basis which, except as disclosed, contemplates continuity of operations, realization of assets and discharge of liabilities in the ordinary course of business. The Company has determined to sell or otherwise dispose of all of its assets and may, as a result, have to discharge or settle liabilities for amounts other than those reflected in the financial statements. As a result, the financial statements may be subject to material changes to those reflected in this report. The financial statements do not give effect to all adjustments to the carrying value of assets, or amounts and classification of liabilities that might be necessary as a consequence of the liquidation of the business.

In addition, valuation methods used in Chapter 11 reorganization cases vary depending on the purpose for which they are prepared and used and are rarely based on generally accepted accounting principles, the basis on which the accompanying financial statements are prepared. Accordingly, the values used in the accompanying financial statements are not likely to be indicative of the values presented to or used by the Bankruptcy Court. As a result, valuations of the Company based on the accompanying financial statements may be significantly higher than valuations used by the Company in determining the amounts to be received, if any, by each class of creditors.

In connection with the Company's Chapter 11 filing, on May 9, 2000, the Company entered into the DIP Financing with Chase Manhattan Bank providing for a maximum of \$15.0 million of financing subject to approval by the Bankruptcy Court. The DIP was intended to address the Company's immediate working capital needs and to support the Company's operations during its Chapter 11 proceedings. The Company's DIP Financing received final approval from the Bankruptcy Court on June 2, 2000.

The DIP Financing provided for borrowings under a revolving credit and a letter of credit facility. Loans under the revolving credit facility and letter of credit facility bear interest at approximately prime plus 11/2%. The terms of the DIP Financing contain certain restrictive covenants including limitations on the incurrence of additional guarantees, liens and indebtedness, and limitations on the sale of assets and the making of capital expenditures. The DIP Financing had also required that the Company meet certain minimum earnings before taxes and other expenses as defined. On or about November 21, 2000, the Company and the DIP Financing lenders entered into an amendment to the DIP Agreement waiving compliance with, and removing, the financial covenant and replacing it with a covenant requiring the Company's compliance with a week-to-week cash budget.

As of December 31, 2000, the Company utilized all of its availability under the DIP Financing Agreement. The Company requested additional funding from the DIP lenders in order for the Company to continue to operate through its off-season. The DIP lenders agreed to provide additional funding on the condition that the Company agrees to sell all of its assets by the end of February. On January 8, 2001, the Company and the DIP lenders entered into an amendment to the DIP Financing Agreement pursuant to which the DIP lenders agreed to provide up to an additional \$4.2 million in standby loans and up to \$3.0 million from the proceeds of asset sales. The Company is required to comply with a cash budget which does not allow for the payment of adequate protection to any of the Company's pre-petition secured lenders. The standby loans bear interest at approximately the prime rate plus 3% and matures on March 15, 2001. As of January 31, 2001, the Company borrowed \$15.0 million in revolving loans and an additional \$2.0 million of standby loans.

On January 12, 2001 the Company filed a motion with the Bankruptcy Court seeking approval to sell all of its assets at an Auction to be held on February 9, 2001. The court authorized the sale of the Company's assets at the Auction and the bidding procedures related thereto by order entered January 23, 2001. Any assets, which were not sold at Auction, were either be rejected or abandoned or will be disposed of at a later date. Consequently, the Company does not expect to continue as a going concern after the sale transactions close.

# RANDALL'S ISLAND FAMILY GOLF CENTERS, INC., et al., (Operating as Debtors-In-Possession) SCHEDULE OF ACCOUNTS RECEIVABLE (Dollars in thousands)

	<u>January 3</u>	<u>81, 2001</u>
Credit card receivables	\$	697
Accounts receivable		1,522
Other receivables		223
	\$	2,442

# RANDALL'S ISLAND FAMILY GOLF CENTERS, INC., et al., (Operating as Debtors-In-Possession) TRADE PAYABLES AND INSURANCE JANUARY 31, 2001

To the best of the Company's knowledge, all post-petition trade payables are current and all premiums for insurance policies, including all applicable workers' compensation and disability insurance policies, in respect of the month ended January 31, 2001 are fully paid as of January 31, 2001.

## RANDALL'S ISLAND FAMILY GOLF CENTERS, INC., et al., (Operating as Debtors-In-Possession) SCHEDULE OF PROFESSIONAL FEE PAYMENTS

	For the Month Ended January 31, 2001
Keen Realty Consultants, Inc. US Trustee Miller Thomson LLP	\$ 75,000 59,750 7,781
	\$142,531

Court Reporting Schedules – Tax Payments and Collections For the month ended January 31, 2001.

Gross Wages Paid	\$2,434,826.79	Schedule I
Payroll Taxes Withheld	\$511,826.42	Schedule II
Payroll Taxes Incurred	\$277,892.38	Schedule III
Gross Taxable Sales	\$1,499,863.00	Schedule IV
Sales Tax Collected	\$118,651.00	Schedule IV
Payment of Payroll Taxes	\$277,892.38	Schedule V
Payment of Tax Payments	\$131,832.66	Schedule VI

#### Schedule I

Court Reporting Schedules for Payroll Tax Payments and Collections for the month ended January 31, 2001.

#### WEEKLY GROSS WAGES PAID

Date	Gross Wages
1/04/01	\$46,314.83
1/11/01	46,913.04
1/18/01	47,992.88
1/25/01	49,415.10

\$190,635.85

#### **BI-WEEKLY GROSS WAGES PAID**

Date

1/12/01	1,089,039.80
1/26/01	1,155,151.14
	2,244,190.94

TOTAL GROSS WAGE PAID \$2,434,826.79

#### Schedule II

Court Reporting Schedule for Payroll Tax Payments and Collections for the month ended January 31, 2001.

#### WEEKLY PAYROLL TAXES WITHHELD

		Payroll Tax
<u>Date</u>	<u>Tax Type</u>	Withheld
1/04/01	Federal Income Tax	\$4,644.24
	FICA & MEDI w/h	3,596.15
	State with and Local	1,179.87
	SUI	0
	OPT Disability	0
1/11/01	Federal Income Tax	4,735.07
	FICA & MEDI w/h	3,663.18
	State with and Local	1,187.02
	SUI	0
	OPT Disability	0
1/18/01	Federal Income Tax	5,076.69
	FICA & MEDI w/h	3,752.11
	State with and Local	1,318.06
	SUI	0
	OPT Disability	0
1/25/01	Federal Income Tax	5,040.19
	FICA & MEDI w/h	3,854.54
	State with and Local	1,291.68
	SUI	0
	OPT Disability	0

\$39,338,80

Schedule II (continued)

Court Reporting Schedule for Payroll Tax Payments and Collections for the month ended January 31, 2001.

#### **BI-WEEKLY PAYROLL TAXES WITHHELD**

<u>Date</u>	Tax Type	Payroll Tax Withheld
1/12/01	Federal Income Tax	\$108,329.97
	FICA & MEDI w/h	85,197.32
	State with and Local	30,075.31
	SUI	325.59
	OPT Disability	2,051.36
1/26/01	Federal Income Tax	119,691.26
	FICA & MEDI w/h	90,608.99
	State with and Local	33,765.74
	SUI	331.29
	OPT Disability	2,110.79
	Federal Income Tax	
	FICA & MEDI w/h	
	State with and Local	
	SUI	
	OPT Disability	
	Total	472,487.62
	Total Payroll Taxes Withheld	\$511,826.42

#### Schedule III

Court Reporting Schedule for Payroll Tax Payments and Collections for the month ended January 31, 2001.

#### WEEKLY PAYROLL TAXES INCURRED

<u>Date</u>	Tax Type	Payroll Tax <u>Incurred</u>
1/04/01	FICA & MEDI Expense FUTA Disability/SUI	\$3,596.16 375.99 1,391.84
1/11/01	FICA & MEDI Expense FUTA Disability/SUI	3,663.37 383.04 1,419.83
1/18/01	FICA & MEDI Expense FUTA Disability/SUI	3,752.20 392.41 1,453.73
1/25/01	FICA & MEDI Expense FUTA Disability/SUI	3,854.67 403.12 1,501.60
		\$22,187.96

Schedule III (continued)

#### BI-WEEKLY PAYROLL TAXES INCURRED

<u>Date</u>	<u>Tax Type</u>	Payroll Tax <u>Incurred</u>
1/12/01	FICA & MEDI Expense FUTA Disability/SUI	\$84,789.44 8,910.29 31,150.94
1/26/01	FICA & MEDI Expense FUTA Disability/SUI	90,213.43 9,112.34 31,527.98
	FICA & MEDI Expense FUTA Disability/SUI	
Total Payroll Taxes Incurred	Total	\$255,704.42 \$277,892.38

#### Schedule IV

Court Reporting January 31, 2001

Schedule of Sales Tax Collected

	Sales Tax	Gross
Taxing Jurisdiction	Collected	Taxable Sales
Board of Equalization	\$8,378.00	\$113,151.00
Colorado Dept. of Revenue	6,119.00	110,228.00
Commissioner of Tax – NYS	2,215.00	72,402.00
Commonwealth of Mass	71.00	701.00
Comptroller of Public Acts – TX	1,161.00	13,639.00
Comptroller of the Treas – MD	4,006.00	54,364.00
Florida Dept of Revenue	3,907.00	62,031.00
GA Dept of Revenue	2,642.00	23,506.00
Illinois Dept. of Revenue	264.00	3,315.00
Jordan Tax Svcs. – PA	1,378.00	15,179.00
Kansas Dept. of Revenue	1,319.00	19,674.00
MA Dept. of Revenue	93.00	1,180.00
Michigan Dept. of Revenue	13.00	245.00
Michigan Dept. of Treas.	14.00	233.00
Missouri Dept. of Revenue	1,156.00	19,131.00
NC Dept. of Revenue	281.00	5,365.00
NYS Sales Tax	34,612.00	428,441.00
OH Dept. of Taxation	933.00	13,351.00
PA Dept. of Revenue	-	-
Sales & Use Tax NJ	716.00	13,145.00
SC Dept. of Revenue	3,241.00	42,216.00
State of CT Dept. of Revenue Svcs.	478.00	8,851.00
State of WA Dept. of Revenue	30,057.00	234,237.00
Tax Collector – Santa Clara County	68.00	1,955.00
Treas. Of State of Ohio	6,050.00	102,894.00
VA Dept. of Taxation	9,463.00	140,147.00
Wisconsin Dept. of Revenue	16.00	282.00
Total	118,651.00	1,499,863.00

## RANDALL'S ISLAND FAMILY GOLF CENTERS, INC., et al., (Operating as Debtors-In-Possession) WEEKLY PAYMENT OF EMPLOYER TAXES

#### Schedule V

Court Reporting Schedules for Payroll Tax Payments and Collections for the month ending January 31, 2001.

WEEKLY PAYMENT OF TAXES INCURRED\* (See \* below regarding Taxes Withheld)

Tax Period	Tax Type	<b>Taxing Jurisdiction</b>	Date Paid	<b>Amount Paid</b>
12/25 to 12/31	Employer	Multiple	01/04/01	\$5,363.99
01/01 to 01/07	Employer	Multiple	01/11/01	5,466.24
01/08 to 01/14	Employer	Multiple	01/18/01	5,598.34
01/15 to 01/21	Employer	Multiple	01/25/01	5,759.39
				\$22,187.96

BI-WEEKLY PAYMENT OF TAXES INCURRED\*(See \* below regarding Taxes Withheld)

Tax Period	Tax Type	<b>Taxing Jurisdiction</b>	Date Paid	Amount Paid
12/25 to 01/07	Employer	Multiple	01/11/01	\$ 124,850.67
01/08 to 01/21	Employer	Multiple	01/25/01	130,853.75
		•		
				255,704.42
				,
		Total		\$277,892.38

\*The Company's payroll is processed by a third party payroll service. Accordingly, at each payroll period, the Company transfers funds to the payroll service, which in turn makes payments directly to the appropriate taxing jurisdictions on the Company's behalf.

## RANDALL'S ISLAND FAMILY GOLF CENTERS INC., et al., (Operating as Debtors-In-Possession) SCHEDULE OF SALES TAX PAYMENTS

#### SCHEDULE VI

Court Reporting Schedules for Sales Tax Payments and Collections for the period from January 1, 2001 through January 31, 2001.

Taxing Jurisdiction	Tax Type	<b>Amount Paid</b>	Date Paid
Board of Equalization-CA	Sales	\$ 23,481.00	1/25/01
City of Seattle-WA	Sales	3,173.27	1/15/01
Colorado Dept of Rev	Sales	8,315.04	1/25/01
Comptroller of Public	Sales	2,184.51	1/15/01
Accts-TX			
Comptroller of the Treas-	Sales	5,150.22	1/15/01
MD			
Florida Dept of Revenue	Sales	3,978.68	1/15/01
Illinois Dept of Revenue	Sales	1,376.00	1/15/01
Jordan Tax Service, Inc.	Sales	567.88	1/15/01
Kansas Dept of Revenue	Sales	4,753.41	1/15/01
Massachusetts Dept of	Sales	338.88	1/15/01
Revenue			
Michigan Dept of Treas	Sales	139.27	1/25/01
Missouri Dept of Revenue	Sales	2,456.03	1/15/01
North Carolina Dept of	Sales	642.60	1/09/01
Revenue			
New York State Sales Tax	Sales	21,906.65	1/25/01
PA Dept of Revenue	Sales	1,355.89	1/15/01
Sales & Use Tax-New	Sales	19,292.00	1/15/01
Jersey			
SC Dept of Revenue	Sales	3,465.39	1/15/01
State of Washington Dept of	Sales	12,950.89	1/15/01
Rev			
Treasurer of State of Ohio	Sales	6,146.99	1/25/01
Treasure, VA Beach	Sales	920.39	1/15/01
Virginia Dept of Taxation	Sales	9,237.67	1/15/01
		\$131,832.66	